

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

KAREN POTTS, Individually and on Behalf of
All Others Similarly Situated,

Plaintiff,

vs.

WEIGHT WATCHERS INTERNATIONAL,
INC., MINDY GROSSMAN, NICHOLAS P.
HOTCHKIN, and ARTAL GROUP S.A.,

Defendants.

Civil Action No. 1:19-cv-02005-WHP

JOHN JUBELT, Individually and On Behalf of
All Others Similarly Situated,

Plaintiff,

v.

WEIGHT WATCHERS INTERNATIONAL,
INC., MINDY GROSSMAN, NICHOLAS P.
HOTCHKIN, and ARTAL GROUP S.A.,

Defendants.

Civil Action No. 1:19-cv-02528-WHP

**JOINT STIPULATION AND ORDER CONSOLIDATING RELATED
CASES; APPOINTING CITY OF OMAHA POLICE AND FIRE RETIREMENT
SYSTEM, EQUITY-LEAGUE PENSION TRUST FUND, AND OKLAHOMA
FIREFIGHTERS PENSION AND RETIREMENT SYSTEM AS CO-LEAD
PLAINTIFFS; AND APPROVING THEIR SELECTION OF CO-LEAD COUNSEL**

WHEREAS, on March 4, 2019, Plaintiff Karen Potts (“Potts”) filed the above-captioned securities class action alleging that from May 4, 2018 through February 26, 2019, Weight Watchers International, Inc. (“Weight Watchers” or the “Company”) and certain of the Company’s senior officers (collectively, “Defendants”) defrauded investors in violation of §§10(b) and 20(a) of the Securities Exchange Act of 1934 (the “Exchange Act”) (15 U.S.C. §§78j(b), 78t(a)), and U.S. Securities and Exchange Commission Rule 10b-5 promulgated thereunder (17 C.F.R. §240.10b-5) (the “Action”);

WHEREAS, pursuant to the Private Securities Litigation Reform Act of 1995 (“PSLRA”), 15 U.S.C. §78u-4(a)(3)(A)(i), on March 4, 2018, counsel for Plaintiff Potts published a notice on *Business Wire*, which alerted investors to the pendency of the Action and the deadline to file a motion seeking lead plaintiff status (*i.e.*, “no later than 60 days from today”) (ECF No. 36-6);¹

WHEREAS, on March 21, 2019, Plaintiff John Jubelt filed the above-captioned securities class action, asserting substantially similar claims as Plaintiff Potts against the same Defendants;

WHEREAS, under 15 U.S.C. §78u-4(a)(3)(A)(i)(II), the statutory deadline to file a motion for appointment as lead plaintiff in the Action expired on May 3, 2019;

WHEREAS, on May 3, 2019, City of Omaha Police and Fire Retirement System (“Omaha P+F”) timely filed a motion seeking the consolidation of the above-captioned actions, its appointment as Lead Plaintiff, and approval of its selection of Scott+Scott Attorneys at Law LLP (“Scott+Scott”) as Lead Counsel for the Class (ECF No. 35);

WHEREAS, on May 3, 2019, Equity-League Pension Trust Fund (“Equity League”) and Oklahoma Firefighters Pension and Retirement System (“OFP”) (together with Equity League, the

¹ All “ECF No.” references herein are to the docket of the Action, bearing caption *Potts v. Weight Watchers Int’l, Inc.*, No. 1:19-cv-02005-WHP (S.D.N.Y.).

“Weight Watchers Investor Group”) timely filed a motion seeking the consolidation of the above-captioned actions, their appointment as Lead Plaintiff, and approval of their selection of Grant & Eisenhofer P.A. (“G&E”) as Lead Counsel for the Class (ECF No. 33);

WHEREAS, on May 3, 2019, seven other motions seeking consolidation, appointment as lead plaintiff and appointment of Lead Counsel were timely filed by: (i) David Luebbe (ECF No. 20); (ii) Laurent Hamel (ECF No. 24); (iii) Jonathan Wyatt (ECF No. 27); (iv) Mark Steinberg, Dennis Edwards, and Alan Spen (ECF No. 30); (v) El Paso Firemen & Policemen’s Pension Fund, Inter-Local Pension Fund GCC/IBT, and Steamfitters Local 449 Pension & Retirement Security Funds (ECF No. 41); (vi) Serge Sienna (ECF No. 43); and (vii) Angelia Maria DaRosa and Donald J. Lyle (ECF No. 44);

WHEREAS, on May 6, 2019, Laurent Hamel and David Luebbe withdrew their respective motions seeking appointment as lead plaintiff (ECF Nos. 52-53); on May 16, 2019, Serge Sienna withdrew his motion seeking appointment as lead plaintiff (ECF No. 58); and on May 17, 2019, Jonathan Wyatt and Mark Steinberg, Dennis Edwards, and Alan Spen withdrew their respective motions seeking appointment as lead plaintiff (ECF Nos. 59-60);

WHEREAS, on May 13, 2019, Angelia Maria DaRosa and Donald J. Lyle filed a notice of non-opposition to competing lead plaintiff motions in the above-captioned actions, recognizing that they do not possess the largest financial interest among the various movants (ECF No. 56);

WHEREAS, on May 16, 2019, El Paso Firemen & Policemen’s Pension Fund, Inter-Local Pension Fund GCC/IBT, and Steamfitters Local 449 Pension & Retirement Security Funds filed a response recognizing that they did not suffer the greatest loss arising from the claims asserted in the Action (ECF No. 57);

WHEREAS, therefore, Omaha P+F and the Weight Watchers Investor Group are the only parties that have not withdrawn or abandoned their motions seeking appointment as lead plaintiff;

WHEREAS, the PSLRA establishes a presumption that the “most adequate plaintiff” is the “person or group of persons” that “has the largest financial interest in the relief sought by the class” and “otherwise satisfies the requirements of Rule 23 of the Federal Rules of Civil Procedure” (15 U.S.C. §78u-4(a)(3)(B)(iii)(I)(bb)-(cc));

WHEREAS, Omaha P+F and the Weight Watchers Investor Group assert the largest losses of the competing lead plaintiff movants and therefore have the “largest financial interest” in the relief sought by the class in the Action (15 U.S.C. §78u-4(a)(3)(B)(iii)(I)(bb));

WHEREAS, in addition to possessing the largest financial interest in the outcome of the litigation, Omaha P+F and the Weight Watchers Investor Group “satisf[y] the requirements of Rule 23” (15 U.S.C. §78u-4(a)(3)(B)(iii)(I)(cc));

WHEREAS, Omaha P+F and the Weight Watchers Investor Group each concluded that a protracted dispute concerning lead plaintiff appointment in the Action is not in the best interests of the Class and that jointly prosecuting the Action would be appropriate and will assist with the speedy commencement of the litigation;

WHEREAS, Omaha P+F and the Weight Watchers Investor Group agreed to resolve their competing motions and to seek, with the Court’s approval, to serve jointly as Co-Lead Plaintiffs;

WHEREAS, Omaha P+F, Equity League, and OFP are committed institutional investors, and Omaha P+F and OFP have been appointed as lead plaintiffs and class representatives in other actions brought under the PSLRA and have an established track record of successfully prosecuting securities class actions;

WHEREAS, Omaha P+F and the Weight Watchers Investor Group are committed to supervising the conduct of this litigation by their counsel and to ensuring that counsel coordinate appropriately and avoid any duplication of effort in the conduct of the litigation;

WHEREAS, Omaha P+F and the Weight Watchers Investor Group are committed to supervising the conduct of this litigation through their counsel and ensuring that counsel coordinate appropriately and avoid any duplication of effort in the conduct of the litigation;

WHEREAS, Omaha P+F and the Weight Watchers Investor Group recognize that OFP has standing to assert claims in this Action under the Securities Act of 1933, 15 U.S.C. §§77a, *et seq.*, in connection with a public offering of Weight Watchers stock, and that Omaha P+F has standing to assert claims in this Action under §20A of the Exchange Act, 15 U.S.C. §78t-1, in connection with sales of Weight Watchers stock by a controlling stockholder of Weight Watchers, and therefore that their joint prosecution of the Action will benefit the Class;

WHEREAS, Omaha P+F, Equity League, and OFP believe it is in the best interests of the Class for them to jointly and efficiently litigate the Action as Co-Lead Plaintiffs and for their choice of counsel, Scott+Scott and G&E, to serve as Co-Lead Counsel; and

WHEREAS, this Stipulation resolves all outstanding motions for the appointment of lead plaintiff and approval of lead counsel in the Action.

IT IS HEREBY STIPULATED AND AGREED, subject to the Court's approval, as follows:

1. The above-captioned actions are consolidated;
2. The motions for appointment as lead plaintiff submitted by Omaha P+F and the Weight Watchers Investor Group (ECF Nos. 33, 35) are granted;

3. Pursuant to the PSLRA, 15 U.S.C. §78u-4(a)(3)(B), Omaha P+F, Equity League, and OFP are appointed as Co-Lead Plaintiffs;

4. Pursuant to 15 U.S.C. §78u-4(a)(3)(B)(v), Scott+Scott and G&E are appointed as Co-Lead Counsel;

5. Pursuant to Rule 42(a) of the Federal Rules of Civil Procedure, any pending, subsequently filed, removed, or transferred actions that are related to the claims asserted in the Action are consolidated for all purposes; and

6. The Action shall be captioned “*In re Weight Watchers International, Inc. Securities Litigation*” and the file shall be maintained under Master File No. 1:19-cv-02005-WHP.

Dated: May 17, 2019

SCOTT+SCOTT ATTORNEYS AT LAW LLP

/s/ Thomas L. Laughlin

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*Counsel for Proposed Co-Lead Plaintiff City of
Omaha Police and Fire Retirement System
and Proposed Co-Lead Counsel for the Class*

Dated: May 17, 2019

GRANT & EISENHOFER P.A.

/s/ Daniel L. Berger (w/ permission)

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SO ORDERED:


WILLIAM H. PAULEY III
U.S.D.J.

6.12.19

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*Counsel for Proposed Co-Lead Plaintiffs Equity-
League Pension Trust Fund and Oklahoma
Firefighters Pension and Retirement System
and Proposed Co-Lead Counsel for the Class*

CERTIFICATE OF SERVICE

I hereby certify that on May 17, 2019, I caused the foregoing to be electronically filed with the Clerk of the Court using the CM/ECF system, which will send notification of such filing to the email addresses denoted on the Electronic Mail Notice List.

/s/ Thomas L. Laughlin
Thomas L. Laughlin, IV (TL-8888)